

MARVEL TEAM-UP  
ANNUAL

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MARVEL  
COMICS  
GROUP..

KING-SIZE ANNUAL!



ALL NEW!

MARVEL TEAM-UP

STARRING:

# SPIDER-MAN AND THE X-MEN

UNITED IN BATTLE AGAINST THE  
AWESOME CREATIONS OF THE  
**LORDS OF LIGHT  
AND DARKNESS!**



ANOTHER BLUES BROTHERS SCAN BY:  
**bluejeff1954**



Cockrum

**DOUBLE  
THE ACTION!  
DOUBLE  
THE THRILLS!**



Stan Lee PRESENTS: **SPIDEY AND-- THE UNCANNY X-MEN-TOGETHER!**

FROM A PLOT BY  
BILL MANTLO,  
CHRIS CLAREMONT,  
& BONNIE WILFORD...

BILL MANTLO  
WRITER

SAL BUSCEMA &  
MIKE ESPOSITO  
ARTISTS

JIM NOVAK, LETTERER  
HUGH PALEY, COLORIST

ARCHIE  
GOODWIN  
EDITOR

# The LORDS of LIGHT and DARKNESS!

35 PAGES OF MIND-BOGGLING  
MIGHTY MARVEL MAGNIFICENCE!  
--BY THE PEOPLE WHO OUGHT TO KNOW!!

CHAPTER 1

THE  
NEST!

## HYDROGEN WARHEAD BLASTS OUT CAVERN

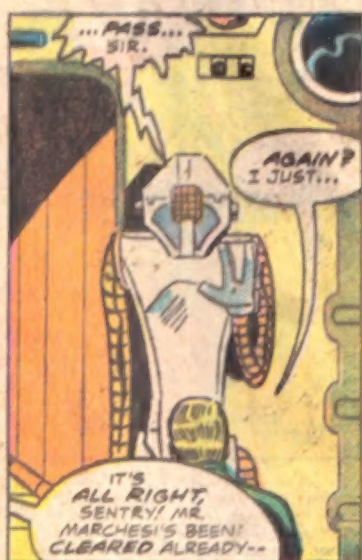
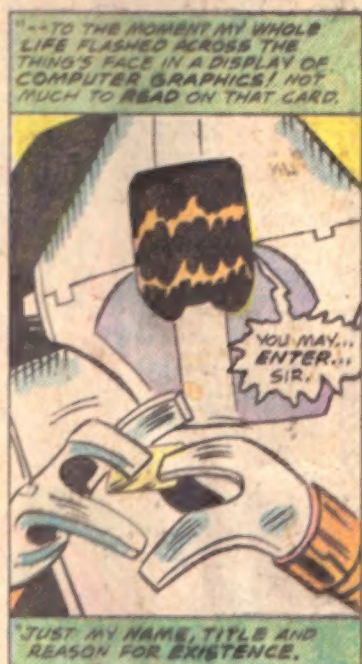
PAHUTE MESA, Nev., Nov. 20 (UPI)—A hydrogen warhead, possibly 50 times as devastating as the atomic bombs dropped on Japan, blasted out a molten cavern 2,690 feet below this test site today and awayed high-rise buildings 80 miles away in Las Vegas.

The blast, code-name inlet, bounced the earth above ground zero by several feet and jagged seismographic instruments as far away as Seattle and Weston, Mass.

A dust cloud appeared in the sky following the 7 A.M. deto-









--AND IF HE'S HIDING ANYTHING, IT'S SO SECRET EVEN SHIELD COULDN'T FIND OUT ABOUT IT!

HELLO, STEPHEN!

HELLO, BRIAN.

"BRIAN MANN, ONE OF THE WORLD'S FOREMOST NUCLEAR PHYSICISTS--

"--AND PROJECT-ADMINISTRATOR AS WELL AS DESIGNER OF THE NEST.

HOW DO YOU LIKE OUR LITTLE HIDEAWAY, STEPHEN?

IT TOOK SEVEN YEARS TO CARVE THIS INSTALLATION FROM THE HEART OF THE MESA WITHIN WHICH IT RESTS! SEVEN YEARS--

--SO THAT I AND MY SEVEN COLLEAGUES COULD DEVOTE OURSELVES TO SOLVING THE PROBLEM OF THE WORLD'S DEPLETING ENERGY RESOURCES!

BUT, THEN-- YOU KNOW ALL THAT!

"I KNEW.

DR. VIC NORMAN, BIO-PHYSICIST. HIS JOB WAS TO SEE HOW LIFE FARED UNDER EXPOSURE TO INTENSE RADIATION.

HONORED, MR. MARCHESI.

"JAN MARSHALL, ELECTRICAL ENGINEER. IT WAS HE WHO CREATED THE ROBOT GUARDIANS OF THE PROJECT.

HELLO, MY FRIEND.

"NAMING THEM 'RAKKS' IS A PUN ON THE FEARSOME RAKSHASAS--THE DEMON-GUARDIANS OF HELL IN HINDU MYTHOLOGY. SOME PUN.

"KAREN LEE, GEOLOGIST. I UNDERSTOOD WHY SHE DIDN'T TURN TO GREET ME.

"KAREN WAS MY EX-WIFE... AND OUR FINAL PARTING HAD NOT BEEN... CORDIAL.

VERY GLAD TO MEET YOU, MR. MARCHESI.

"I'LL BET.

HAVE A GOOD FLIGHT, STEVE?

"MARTIN AARONSON, RADIATION EXPERT.

"A WHOLE LIFE SPENT LISTENING FOR THE CLICK OF A GEIGER-COUNTER.

"AND RANDY TATE, PROJECT OVERSEER, A SCIENTIFIC EUPHIMISM FOR GAIL FRIDAY... NOT THAT SHE'D MIND.

HI, STEVE! WELCOME ABOARD.

"SHE SHOULD HAVE STAYED A STEWARDESS.

"SI FAN CHUNG, ASTRONOMER. WHEN I LOST KAREN, HE WON. PAST HISTORY. NO REGRETS.



"BUT THERE WAS SOMEBODY MISSING.

YOU'LL HAVE TO WAIT A BIT BEFORE MEETING ARAMAN, STEPHEN. IT WOULD TAKE A HERD OF INDIRA'S ELEPHANTS TO DRAG HIM AWAY FROM THE PILE!

ASSUMING EVEN THAT WOULD BE ENOUGH!

ARAMAN NILA. HE MANAGED TO LEAVE INDIA JUST SECONDS BEFORE MRS. GHANDI DECIDED THAT SCIENTISTS OWED THEIR MINDS TO THE STATE--

AND HE MANAGED TO TAKE THE SECRET OF IRRADIATING COMMON MINERALS WITH HIM!

THE NILA PILE! THE MOST INCREDIBLE HARNESSING OF ENERGY KNOWN TO MAN.

AND MAYBE THE MOST DEADLY!

DOCTOR MANN!  
I'M PICKING UP SOMETHING ON MY INSTRUMENTS!

TREMORS!

AN EARTHQUAKE!

DIRECTLY BENEATH US!

MY GOD, GIRL!

DO YOU KNOW WHAT YOU'RE SAYING??

SHE KNEW.

AND A SECOND LATER, SO DID THE REST OF US!

**SKRAKK!**

THE FIRST SHOCK TORE THE ARM-EXTENDING WALDOES OUT OF THE ASTONISHED HINDU'S HANDS--

AND WITH THE SECOND SHOCK THE NEST BEGAN TO COME APART LIKE A CHEAP ERECTOR SET!

STABILIZE THE PILE, BLAST YOU!  
OR WE'RE ALL DOOMED!

DOOMED? NOW WHAT DID HE MEAN BY--





OH, LORD, IT CAN'T  
END LIKE THIS!

NOT LIKE  
THIS!

"THEY STARED...  
AND LORD HELP ME...  
I BEGAN TO  
UNDERSTAND!"



THE PLEXI-SCREEN  
BETWEEN US AND THE  
PILE! IT--

--IT'S BEEN  
SHATTERED  
BY THE  
QUAKE!

"WE'VE ALL BEEN  
EXPOSED TO A  
LETHAL DOSE  
OF RADIATION!"



I--I  
AM SORRY,  
MY  
FRIENDS...

SO...  
VERY  
SORRY...



"THAT IS WHEN THE PILE  
BEGAN TO GLOW--TO THROB.

TO PULSE AS THOUGH  
BENEATH ITS ELEMENTAL  
MASS THERE BEAT A  
LIVING HEART!"

"I HEARD RANDY TATE  
SCREAM, THEN THE SCREAM  
ENDED IN MID-NOTE--"

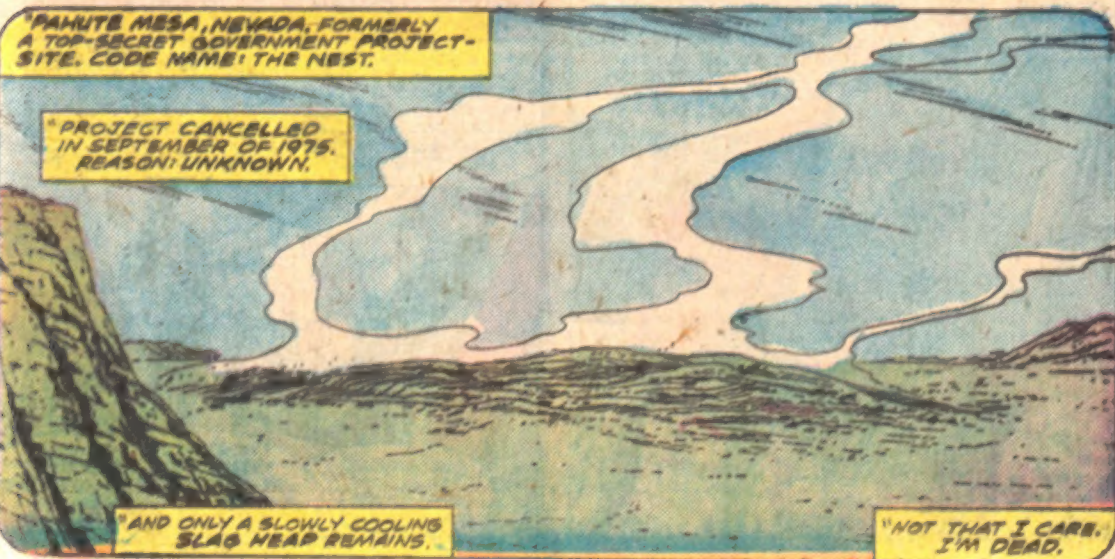


--AND I DIDN'T  
HEAR ANYTHING  
ANY LONGER--

--BECAUSE THAT'S  
WHEN STEPHEN  
MARCHESI, 42,  
MARRIED AND DIVORCED  
AND HOLDING DOWN A  
HIGH-PAYING, LOUSY  
JOB--

SKRROOM!

--DIED!"



"PAHUTE MESA, NEVADA, FORMERLY  
A TOP-SECRET GOVERNMENT PROJECT-  
SITE. CODE NAME: THE NEST.

"PROJECT CANCELLED  
IN SEPTEMBER OF 1975.  
REASON: UNKNOWN.

"AND ONLY A SLOWLY COOLING  
SLAB HEAP REMAINS."

"NOT THAT I CARE.  
I'M DEAD."



CHAPTER  
II

DAY OF  
THE  
DEMONS!

"NEWS ITEM: TODAY, THE WORLD'S FIRST INTERNATIONAL CONFERENCE ON MAN-MADE MUTATION IS CONVENING WITH REPRESENTATIVE SCIENTISTS FROM ALL MEMBER-NATIONS, AS WELL AS A HOST OF REPORTERS, ABOARD AN AIRBORNE BOEING 747.

HEY, SANDY...  
ANY MORE  
COFFEE  
BACK THERE?

"THE GIANT PLANE WILL BE REFUELED WHILE IN FLIGHT SO THAT THE WEEK-LONG CONFERENCE CAN CONTINUE UNINTERRUPTED--THE DELEGATES EATING, SLEEPING AND DEBATING ENDLESSLY WHILE CIRCLING HIGH OVER THE DESERT OF THE AMERICAN SOUTHWEST.

"ALTHOUGH REED RICHARDS APOLOGIZED FOR BEING UNABLE TO ATTEND, HE DID SAY THAT THIS CONFERENCE PROMISES TO ANSWER ONE OF THE MOST IMPORTANT AND FAR-REACHING QUESTIONS EVER TO CONFRONT THE HUMAN RACE--THE QUESTION OF MAN'S ABILITY TO ALTER HIMSELF, FOR BETTER OR FOR WORSE!

"AND THERE YOU HAVE IT, LADIES AND GENTLEMEN... THE NEWS AS YOU LIKE IT!

COMING  
RIGHT UP,  
BRAD!

THANKS. LISTEN, WHY  
DON'T YOU TELL OUR  
ESTEEMED PASSENGERS  
THAT WE'LL BE FLYING  
OVER THE GRAND  
CANYON IN A FEW  
MINUTES?

WHY  
BOTHER?

"WE COULD CRASH IN IT AND THOSE EGG-HEADS'D NEVER NOTICE!"

AS I WAS SAYING, SIR  
LIONEL... IT'S NOT NATURAL  
HEREDITARY DYSFUNCTION  
THAT DETERMINES GENE  
MUTATION, BUT OUTSIDE  
INFLUENCE!--RADIATION  
AND THE LIKE!

OF COURSE, I DON'T  
EXPECT THE NEW  
WAVE OF  
SCIENTISTS--THE  
YOUNGER GENER-  
ATION--TO UNDER-  
STAND WHAT I--

I'M AFRAID  
I MUST  
PROTEST,  
DR. FERMIZI!

THERE ARE MANY  
YOUNG SCIENTISTS  
ABLE NOT ONLY TO UNDER-  
STAND YOUR SOMEWHAT  
OBLIQUE THEORIES--



--BUT WILLING TO QUESTION THEM AS WELL! I'D LIKE YOU TO MEET PETER PARKER, DOCTOR! PETER'S HERE AS BOTH AN AUDITOR AND REPORTER.

ON THE ONE HAND, HE'S HERE TO LEARN FROM US ELDER STATESMEN-- AND ON THE OTHER, HE'S OUT TO MAKE SURE WE KNOW WHAT WE'RE TALKING ABOUT!

MOSTLY TO LEARN, SIR LIONEL!

OF COURSE, MY BOY! ALTHOUGH I'M SURE YOUR PUBLISHER-- MR. JAMBSON-- WOULD HAVE SOMETHING TO SAY ABOUT THAT! BUT NOW LET ME INTRODUCE--

VERY PLEASED MEET FOR TO YOU, COMRADE!

DELIGHTED, MY BOY!

ER-- ONE OF YOU MUST BE DR. MISHKIN, OF THE SOVIET UNION, BUT...

VERY PLEASED TO... I AM DR. MISHKIN! BORIS, HERE, IS MY TRANSLATOR! HE'S NOT VERY GOOD--

--BUT HE IS MY WIFE'S BROTHER, YOU SEE, AND--

WHY SINGLE ME OUT, SIR-- FROM ALL THE OTHER REPORTERS ON THE PLANE?

BECAUSE YOU, PETER, ARE PROBABLY THE ONLY REPORTER ABOARD STUDYING FOR A DEGREE IN PHYSICS!

BESIDES-- YOUR PROFESSORS ASKED ME TO WATCH OVER YOU! PROTECT YOU FROM THE WOLVES, AS IT WERE!

I DON'T CARE ABOUT INTERNATIONAL COOPERATION, DOCTOR. WE'RE IN A COLD WAR AND NO AMOUNT OF TALKING IS GOING TO CHANGE THAT!

AND SPEAKING OF WOLVES...

SENATOR TURNER, YOU MEAN?

\*FOLLOWERS OF SKULL THE SLAYER OUGHT TO RECOGNIZE HIM. -- ARCH.

HE MEANS ME, ALL RIGHT! LIKE ALL SCIENTISTS, HE BELIEVES HIS WORK BELONGS TO MANKIND--INSTEAD OF THE GOVERNMENTS WHO PAY FOR IT!

SOMETHING ABOUT TURNER I CAN'T SEEM TO REMEMBER...

RIGHT, PARKER! HE'S UNDER INVESTIGATION FOR IMPROPER USE OF MILITARY FUNDS--SOMETHING TO DO WITH THE DISAPPEARANCE OF HIS SON IN THE BERMUDA TRIANGLE!

AND FURTHERMORE, SIR LIONEL--

WELL, IT'S NOT MUCH-- BUT MAYBE JAMBSON OR ROBBIE CAN MAKE SOMETHING OUT OF IT! BESIDES--

--IT MAY BE THE ONLY INTERESTING SHOT I GET DURING THIS WHOLE TRIP!

NOT LIKELY, PETER.





THERE'S ALSO THE QUESTION OF OUR "MYSTERY PASSENGERS" LIP IN FIRST CLASS!

HOW REED RICHARDS CONVINCED THE AIRLINE TO LET THEM RIDE GRATIS I'LL NEVER--

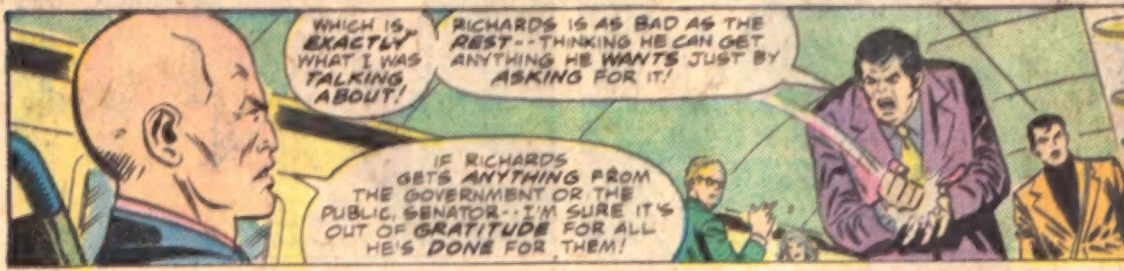
IT WAS ACTUALLY QUITE SIMPLE, SENATOR.

WHO--?



WHEN RICHARDS RELUCTANTLY INFORMED THE CONFERENCE THAT HE WOULD BE UNABLE TO ATTEND --  
--KNOWING MY INTEREST IN MUTATIONS, HE SUGGESTED THAT I BE ALLOWED TO ATTEND IN HIS PLACE!

I AM PROFESSOR CHARLES XAVIER, SENATOR--AND THESE YOUNG PEOPLE BEHIND ME--  
--ARE MY STUDENTS!



WHICH IS EXACTLY WHAT I WAS TALKING ABOUT!  
IF RICHARDS GETS ANYTHING FROM THE GOVERNMENT OR THE PUBLIC, SENATOR--I'M SURE IT'S OUT OF GRATITUDE FOR ALL HE'S DONE FOR THEM!

RICHARDS IS AS BAD AS THE REST--THINKING HE CAN GET ANYTHING HE WANTS JUST BY ASKING FOR IT!



I DON'T THINK THE SENATOR GETS THE PICTURE, PROF--  
--SO MAYBE I'LL JUST PAINT HIM ONE!  
AND JUST WHO DO YOU THINK YOU ARE?  
OON-ON!



IT'S NONE OF YER BUSINESS, BUB--  
--AN' I DON'T MUCH LIKE YER TONE!  
IT NEEDS A TOUCH MORE RESPECT IN IT!  
WHY YOU--!



HEY! THIS IS A CONFERENCE, REMEMBER? NOT A WRESTLING MATCH!  
PEOPLE ARE SUPPOSED TO REASON WITH EACH OTHER!  
I AM REASONIN'--MY WAY!  
LET HIM GO, WOLV--ER--LET HIM GO! NOW!

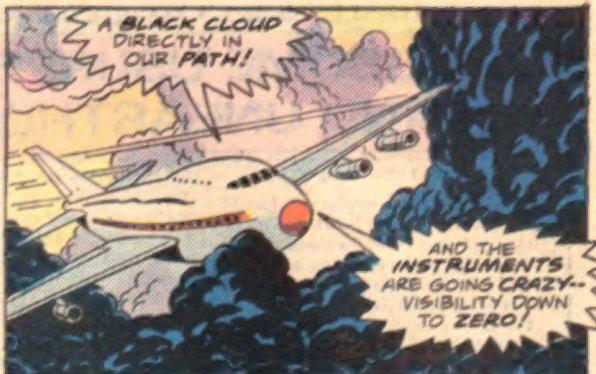


BUT AT THAT MOMENT...



BRAD! UP  
AHEAD  
OF US!

I  
SEE  
IT,  
MARK!



A BLACK CLOUD  
DIRECTLY IN  
OUR PATH!

AND THE  
INSTRUMENTS  
ARE GOING CRAZY--  
VISIBILITY DOWN  
TO ZERO!



CAN'T  
KEEP HER  
STEADY!  
WE'RE  
DIVING!

NO TIME  
TO WARN  
THE  
PASSENGERS!



AND WHAT OF  
THE PASSENGERS?

LOOK OUT!  
I'M FALLING--!

WHAT  
IN THE  
NAME OF  
HEAVEN--?

GOOD LORD!  
FIRST THE ENGINES  
CUT OFF--AND NOW  
THE PLANE'S TRYING  
A SWAN DIVE!



WELL,  
I LET THE  
SENATOR GO.  
LEADER MAN!  
SATISFIED?

SCOTT!  
WHAT'S  
HAPPENING?

I--I DON'T  
KNOW, JEAN!

IT FEELS LIKE SOME-  
THING GRABBED THE  
PLANE AND IS TRYING TO  
SHAKE US TO PIECES!



I HAVE YOU,  
PROFESSOR!

DON'T  
WORRY  
ABOUT  
ME,  
ORORO!

SEE TO THE  
OTHER  
PASSENGERS!



AND TRY TO FIND  
OUT WHAT'S  
CAUSING THIS!"

CONSIDER IT DONE,  
CHARLES KAVIER.

LOOK!

OUT THE  
WINDOW!



WE'VE BROKEN  
OUT OF THE  
CLOUD--

--AND NOW  
SOMETHING'S  
SHOOTING  
UP AT US  
FROM THE  
GROUND!!

LIKE--  
LIKE  
GUIDED  
MISSILES!



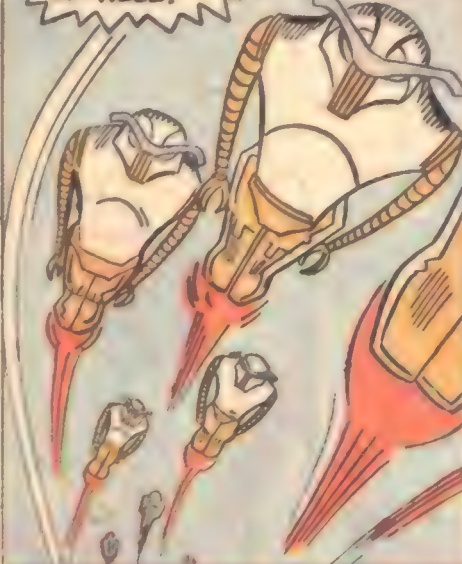
NO! THEY'RE NOT MISSILES! BUT THEIR DESIGN IS SO... FAMILIAR! I'M SURE I'VE SEEN IT--

--OR COURSE! THEY WERE FEATURED IN THE BUGLE ABOUT TWO YEARS AGO-- INVENTED BY A SWEDISH SCIENTIST NAMED MAARSHALL!



HE JOKED ABOUT CHRISTENING THEM RAKKS--AFTER SOME KIND OF MYTHOLOGICAL DEMONS--

"--DEMONS WHOSE FUNCTION WAS TO SERVE AS THE GUARDIANS AT THE GATES OF HELL!"



RAKKS. NO ONE ASKS HOW THEY SURVIVED THE HOLOCAUST OF A THERMO-NUCLEAR MELT-DOWN, BECAUSE NO ONE ABOARD THE PLANE IS AWARE SUCH A HOLOCAUST HAD EVER TAKEN PLACE.

WHEN THEIR VERTICAL FLIGHT IS HALTED... AND THE RAKKS HANG SUSPENDED IN MID-AIR BEFORE THE GIANT AIRCRAFT...



...AND BEAMS OF ENERGY FLASH OUT FROM THE EXPRESS-LESS, MECHANOID FACES...

...SHEARING THE NOSE OFF THE PLANE IN MIDLIGHT...

MY EYES! BURNING!

I--I CAN'T SEE!!



THE PAIN! OH, LORD-- THE PAIN!!

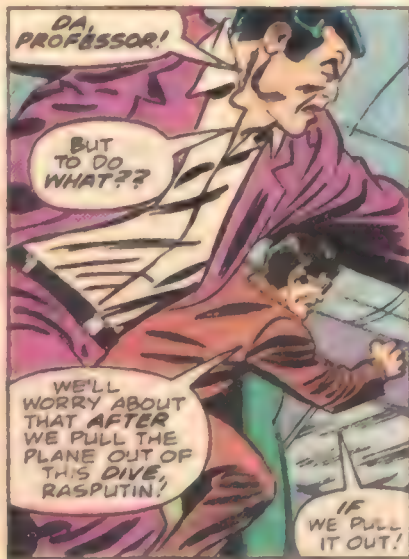
**STRAKK!!**

...THE TIME FOR QUESTIONS IS SUSPENDED INDEFINITELY!



THE PILOTS HAVE BEEN INJURED, PROFESSOR! WE FLY WITHOUT GUIDANCE!

SCOTT! PETER! ONLY YOU TWO ARE CLOSE ENOUGH!



DA, PROFESSOR!

BUT TO DO WHAT??

WE'LL WORRY ABOUT THAT AFTER WE PULL THE PLANE OUT OF THIS DIVE, RASPUTIN!

IF WE PULL IT OUT!



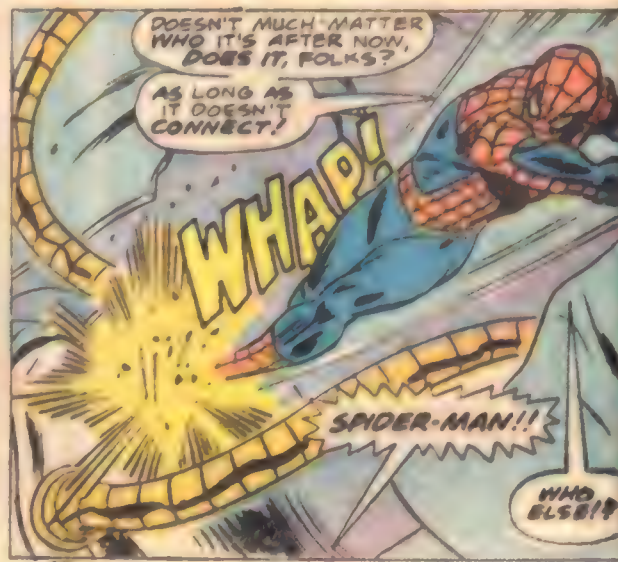
I RECOGNIZED XAVIER AND A FEW OF THE OTHERS IMMEDIATELY--SO I ASSUMED THE REST MUST BE THE NEW X-MEN THE PAPERS WERE TALKING ABOUT!

--AND SINCE THEY'RE TAKING CARE OF THINGS--

--PETER PARKER'LL JUST TAKE ADVANTAGE OF ALL THE CONFUSION TO SLIP AWAY--

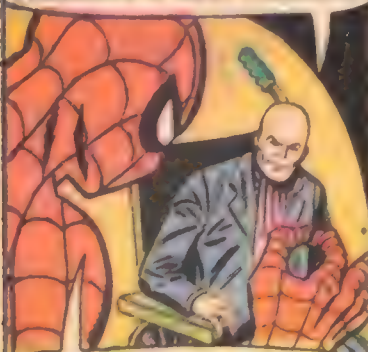
\*PETE'S MET THE X-MEN BEFORE... MARVEL TEAM-UP #4 BEING THE MOST RECENT OCCASION--ARCH







I WON'T ASK HOW YOU JUST HAPPENED TO BE ABOARD THIS PLANE, MY BOY-- BUT YOUR PRESENCE IS MOST WELCOME!



THANKS, PROP-- BUT I HAVE A FEELING YOU'RE GONNA HAVE YOUR HANDS FULL EXPLAINING AWAY YOUR "STUDENTS" BEING SUPER-HEROES WHEN THIS IS ALL DONE!

PERHAPS, BUT AT THE MOMENT THERE IS A FAR GREATER THREAT TO CONCERN OURSELVES WITH

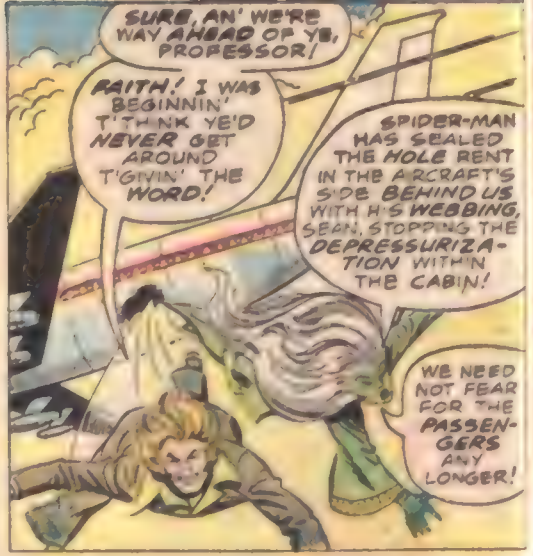


ORORO! SEAN!

SURE, AN' WE'RE WAY AHEAD OF YE, PROFESSOR!

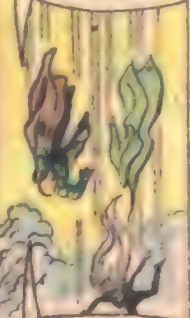
RAITH! I WAS BEGINNIN' T' THINK YE'D NEVER GET AROUND T' GIVIN' THE WORD!

SPIDER-MAN HAS SEALED THE HOLE RENT IN THE AIRCRAFT'S SIDE BEHIND US WITH HIS WEBBING, SEAN, STOPPING THE DEPRESSURIZATION WITHIN THE CABIN!



WE NEED NOT FEAR FOR THE PASSENGERS ANY LONGER!

AH, BUT THEN WHAT ABOUT THEM APEARIN' FER US, STORM?



AFTER ALL-- WE DID LEAP FROM A PLANE HUNDREDS OF FEET OFF THE GROUND!

I KNOW BANSHEE!



BUT THEY COULD NEVER UNDERSTAND--  
--THE SHEER GLORIOUS BEAUTY OF UNRESTRAINED FLIGHT!

AVE, 'TIS TRUE, LASSIE!

BUT I'M THINKIN' WE'RE NOT TO KNOW IT FER LONG UNLESS WE DO SOMETHIN' ABOUT YONDER BEASTIES!

AN' DO IT T' THEM BEFORE THEY GET AROUND T'DOIN' IT TO US!

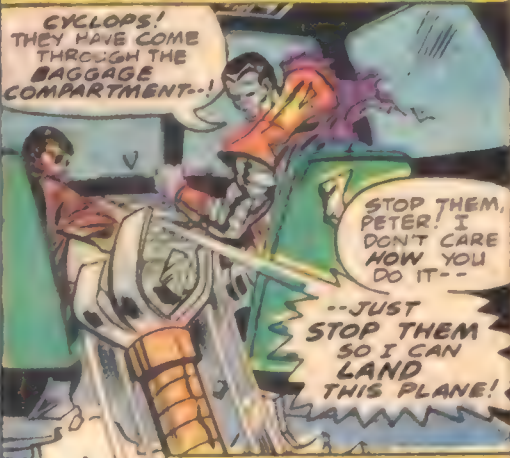
THEN LET US BE ABOUT IT, BANSHEE!



UNFORTUNATELY, WE CAN'T STAY TO WATCH...

... 'CAUSE THEN WE'D MISS WHAT'S GOING ON AT THE SAME MOMENT ELSEWHERE!

CYCLOPS! THEY HAVE COME THROUGH THE BAGGAGE COMPARTMENT--!



STOP THEM, PETER! I DON'T CARE HOW YOU DO IT--

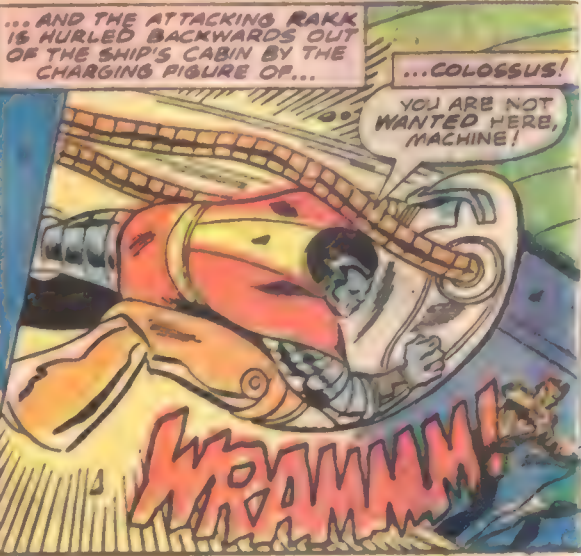
--JUST STOP THEM SO I CAN LAND THIS PLANE!

THE VERY AIR CRACKLES ABOUT PETER RASPUTIN...

... AND THE ATTACKING RAKK IS HURLED BACKWARDS OUT OF THE SHIP'S CABIN BY THE CHARGING FIGURE OF...

... COLOSSUS!

YOU ARE NOT WANTED HERE, MACHINE!



**KRAAAAHHH!**



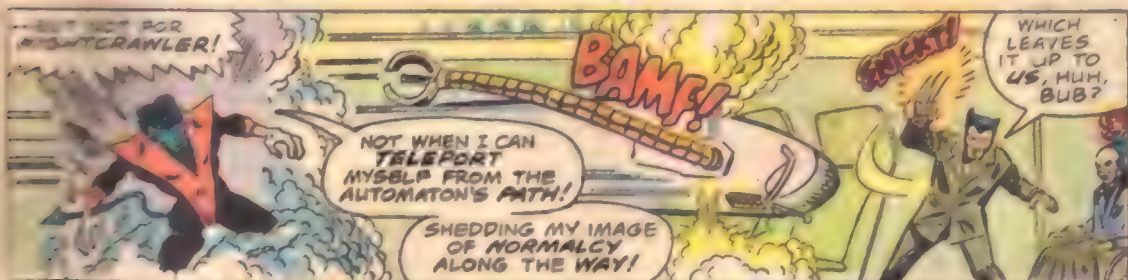


THE BARK SPEEDS  
JUST TO RIDE  
THE FORCE OF  
THE BLOW...

...AND USE IT TO PROPEL  
ITSELF TOWARDS THE  
REMAINING X-MEN!

IT'S  
HEADIN' RIGHT  
FOR US, ELF!

FOR YOU  
PERHAPS,  
MY FRIEND--



JUST NOT FOR  
A SPIDER-CRAWLER!

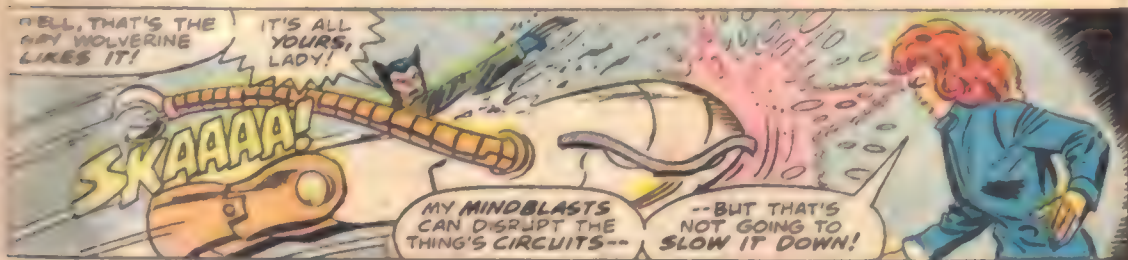
NOT WHEN I CAN  
TELEPORT  
MYSELF FROM THE  
AUTOMATON'S PATH!

SHEDDING MY IMAGE  
OF NORMALCY  
ALONG THE WAY!

BAM!

POW!

WHICH  
LEAVES  
IT UP TO  
US, HUH,  
BUB?



WELL, THAT'S THE  
WAY WOLVERINE  
LIKES IT!

IT'S ALL  
YOURS,  
LADY!

SKAAAAA!

MY MINDBLASTS  
CAN DISRUPT THE  
THING'S CIRCUITS--

--BUT THAT'S  
NOT GOING TO  
SLOW IT DOWN!



LEAVE THAT TO  
ME, MILADY  
JEAN!

WE  
NEIGHBORHOOD  
SPIDER-MEN  
AIM TO  
PLEASE!

SWAM!



THEY JUST DON'T  
BUILD 'EM LIKE  
THEY USED TO!

THANK  
GOD  
FOR  
THAT!

IF I MAY  
BE SO  
BOLD  
AS TO  
REMIN  
YOU YOUNG  
PEOPLE OF  
SOME-  
THING...



...WE ARE IN AN  
AIRCRAFT THAT IS  
IN THE PROCESS  
OF CRASHING, AND  
UNLESS YOU ALL  
RELISH THE PROS-  
PECT OF DYING--

--MIGHT I  
SUGGEST YOU  
ACT BEFORE  
IT BECOMES  
TOO LATE!



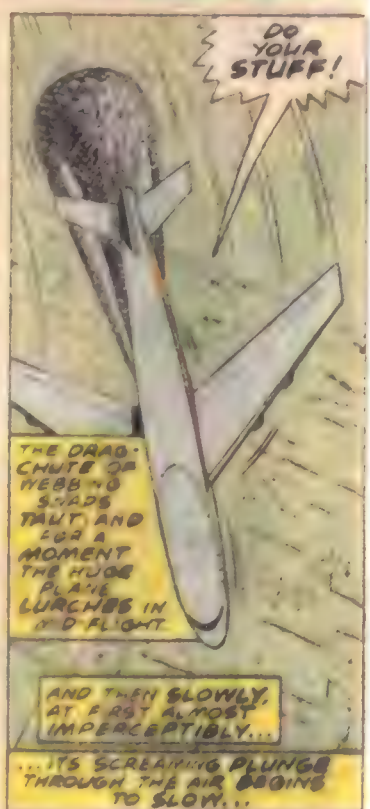
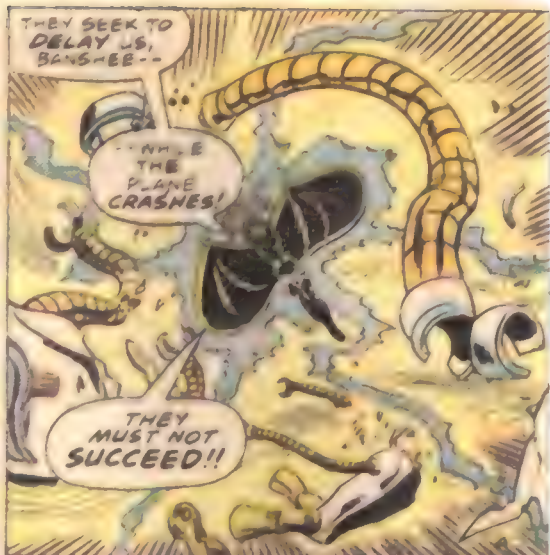
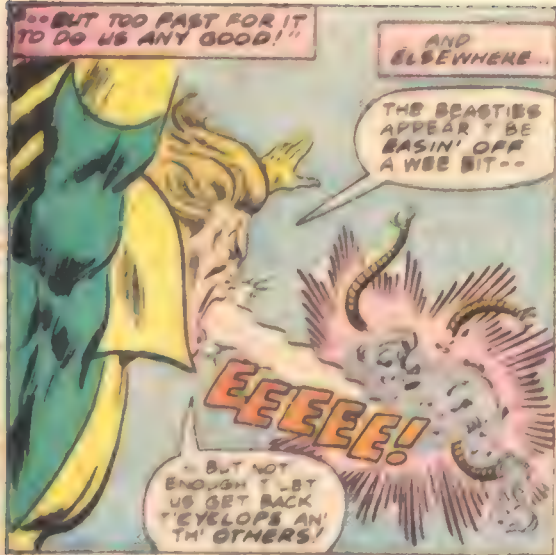
YOU HAVE A WAY  
OF MAKING A  
POINT,  
PROFESSOR.

SCOTT-- I HEAR  
YOU'RE HAVING A  
LITTLE TROUBLE  
UP HERE!

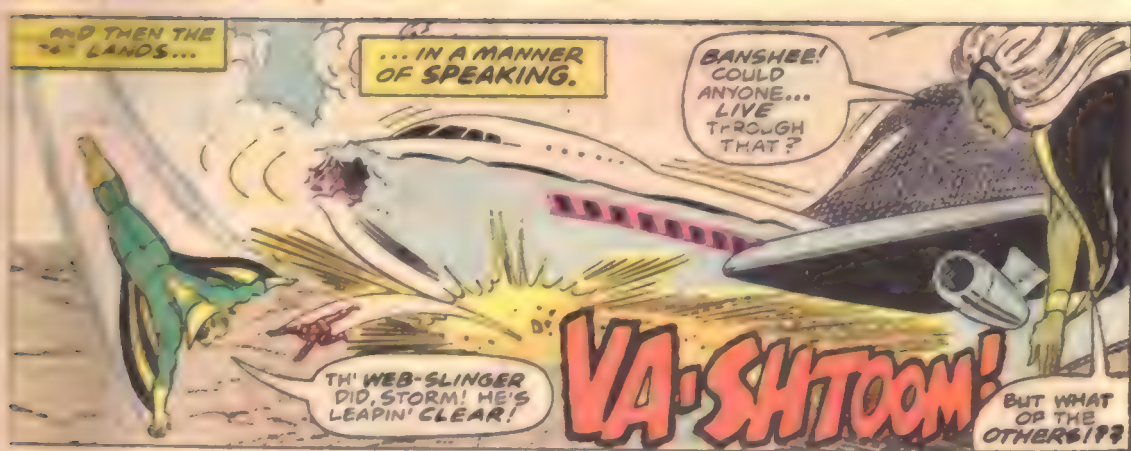
I'VE  
FIGURED  
OUT HOW  
TO LAND US,  
SPIDER-  
MAN--

--BUT FOR THE  
LIFE OF ME, I DON'T  
KNOW HOW TO DE-  
CREASE OUR SPEED!  
WHICH MEANS WE'LL  
LAND, ALL RIGHT--













GENTLEMEN, THERE IS NO NEED FOR THIS BICKERING.

DA! NO NEED IS THERE FOR TO--

BORIS. PLEASE! SENATOR TURNER, OUR ATTACK WAS NOT "MASTER-MINDED" BY THESE X-MEN!

NO? WHAT MAKES YOU SO SURE, RUSSKIE--



--UNLESS IT WAS YOUR PEOPLE WHO WERE BEHIND IT?

MAYBE YOU COMMUNISTS AND THE MUTIES ARE WORKING HAND-IN-GLOVE!



KEEP PUSHIN' BIG MOUTH-- AN' YER GONNA FIND YERSELF SLICED!

SLICK!

AN' THIS TIME I DON'T THINK EVEN LEADER MAN'LL TRY AN' STOP ME!



AH, YOU AMERICANS! TOO MUCH TELEVISION! THAT'S WHAT CAUSED YOUR STRANGE PRE-DELICION FOR VIOLENCE!

DA TOO MUCH--

BORIS!

BUT HAD YOU GIVEN ME A CHANCE TO PROVE THE VERACITY OF MY CLAIM, SENATOR --I COULD HAVE SHOWN YOU-- THIS!

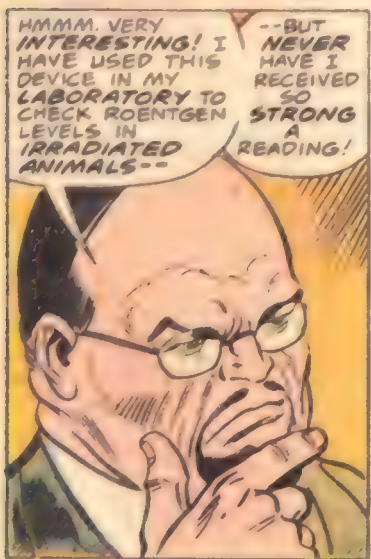


THE WORLD'S MOST SOPHISTICATED RADIATION-DETECTOR--! INVENTED SPECIFICALLY TO BE UNVEILED AT THIS CONFERENCE--

--BY ME!

TIC

TIC TIC



HMMM, VERY INTERESTING! I HAVE USED THIS DEVICE IN MY LABORATORY TO CHECK ROENTGEN LEVELS IN IRRADIATED ANIMALS--

--BUT NEVER HAVE I RECEIVED SO STRONG A READING!



PROFESSOR! THERE IS A SIMILARITY BETWEEN MY COUNTRYMAN'S DEVICE AND YOUR CEREBRO!

YES, PETER. I'D NOTICED THAT!

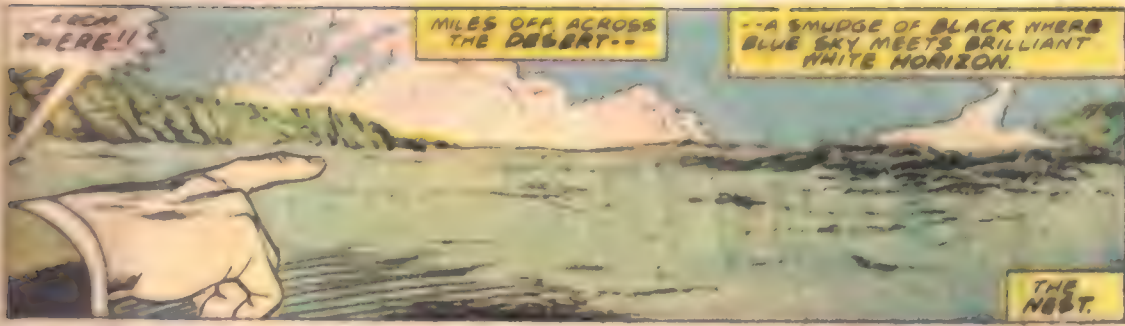
BUT WHAT--OR WHO--IS IT DETECTING?



THERE MY FRIENDS!

THE READING I AM RECEIVING IS COMING--MOST DEFINITELY--





FROM THERE!!

MILES OFF ACROSS THE DESERT--

--A SMUDGE OF BLACK WHERE BLUE SKY MEETS BRILLIANT WHITE HORIZON.

THE NEXT.

IT'S A MOUND OF SOME KIND-- A MOUND OF--

AS IF SOMETHING TRIED TO MELT A MOUNTAIN-- AND SUCCEEDED!

IT'S WHERE THE ROBOTS CAME FROM, SCOTT!

BANGHEE AND I SAW IT FROM THE AIR!

THEN IT'S THERE WE MUST GO, MY FRIENDS!

NYET! TO GO THERE UNSHIELDED IS-- BEYOND A DOUBT-- CERTAIN DEATH!

NYET IS FOR SURE!

THAT 'MOUND', AS YOU CALL IT, IS HIGHLY RADIOACTIVE!

WHAT ARE WE TO DO THEN, COMRADES? IF OUR ATTACKERS EMERGED FROM THE SLAG-HEAP--

-- THEN IT IS THERE WE MUST GO IF WE ARE TO LEARN THE REASON FOR THEIR ATTACK!

DA, YOU ARE RIGHT, COMRADE--

--AND I BROUGHT SOMETHING WITH ME TO THIS CONFERENCE, AS A DEMONSTRATION OF MY COUNTRY'S ADVANCED MUTATION-RESEARCH!

I'LL BE JUST A MOMENT, MY FRIENDS.

AH, THERE WE ARE! THIS IS MY ANTI-RADIATION SPRAY. IT NEUTRALIZES LOCALIZED RADIOACTIVITY FOR UP TO ONE HOUR!

AFTER THAT-- PRRRTT!

OF COURSE, IT'S NEVER BEEN TESTED, BUT--

THEN YOU'VE GOT YOURSELF EIGHT VOLUNTEERS, DR. MISHKIN-- CAUSE THOSE THINGS THAT HIT THE PLANE ALMOST KILLED US--

AND I, FOR ONE, DON'T TAKE KINDLY TO DYING BEFORE I'M READY!

SO SPRAY AWAY, DOCTOR!



# CHAPTER 3:

# INTO... HELLPIT!

CYCLOPS!  
WE'VE FOUND  
US A WEE  
CRACK  
IN THE  
MOUNTAIN!

THE STEWARDESS CLAIMED  
TO HAVE SEEN THE ROBOTS  
EMERGE FROM THE EARTH!  
PERHAPS THIS--?

NO  
QUESTION,  
PETER!

THIS IS WHAT  
WE'RE AFTER!

THINK YOU CAN  
KEEP UP WITH  
US, WEB-HEAD?

SCOTT!  
WHAT  
IS IT?!

WATCH  
IT, E-F!  
I  
BITE!!

I'VE BEEN  
KEEPING UP  
FOR YEARS,  
FRIEND--

--AND SINCE I DON'T  
HEAR THEM TALKING  
ABOUT YOU AS THE  
"AMAZING WOLVERINE"--  
I MUST BE DOING  
SOMETHING RIGHT!

WOLVERINE SEEMS TO  
BAIT YOU, MY FRIEND!  
HE SEEMS TO FIND SOME  
MEASURE OF SECURITY  
IN THE BELITTLING OF  
OTHERS!



**PROFESSOR!** STORM! BANSHEE! STRAIN OF... COMMUNICATION IN THIS MANNER IS GREAT...

...BUT I MUST WARN YOU! OF THE... DANGER!

WE DINNA THINK 'T WAS GOIN' T BE A PICNIC, PROFESSOR!

HE IS GONE, BANSHEE!

AYE, LASS AN' DID YE SEE HIS FACE?

--ALL TWISTED! LIKE A MAN IN PAIN!

STILL--WE DINNA HAVE MUCH TIME BEFORE THE ANTI-RAD SPRAY WEARS OFF--

--SO WE'D BEST BE ABOUT OUR BUSINESS!

THE TWO X-MEN VANISH WITHIN THE RAINBOW SCREEN OF RADIATION...

AND ONE WHO HAS TRIED TO WARN THEM... FEELS THEM VANISH WITHIN HIS MIND AS WELL.

LET'S GET THE WATER FROM THE PLANE!

ARE YOU ALL RIGHT, PROFESSOR XAVIER?

I--I'M... WELL, DOCTOR--

--FOR A MAN LIVING IN A NIGHTMARE!

\*STARTING IN X-MEN #97--A.

AND WHILE THE GOOD RUSSIAN DOCTOR PONDER'S THAT CRYPTIC REMARK...

OUR TWO FLYERS HAVE BEEN GONE A LONG TIME, X-PEOPLE!

I THINK WE'D BETTER HUSTLE AFTER THEM --AND FAST!

IRISH AN' THE LADY CAN TAKE CARE OF THEMSELVES, WALL-CRAWLER!

BESIDES--I DON'T RECALL ANYONE ASKIN' YOU FOR SUGGESTIONS!

AND I DON'T RECALL ANYONE ASKING YOU FOR ANYTHING, BIG MOUTH!

THAT DID IT, CHUM!

SNICK

WOLVERINE!

I WILL STOP THEM, CYCLOPS--THOUGH WOLVERINE IS THE ONLY ONE WHO TRULY NEEDS STOPPING!

I HAVE FOUGHT BESIDE SPIDER-MAN-- AND I SUSPECT HE BATTLES ONLY WHEN PROVOKED!

EXCEPT FOR AN OCCASIONAL PUNCH NOW AND THEN, NIGHT CRAWLER--

--WHEN IT'S DESERVED!

SPIDER-MAN #162 --ARCH.



BUT SUDDENLY ALL SUCH CONCERNS BECOME QUIT--

--ACADEMIC!

HANG ON, PEOPLE! THE MOUNTAIN'S TRYING TO SHAKE US OFF!

SCOTT! WHAT--?

IT FEELS LIKE AN EARTHQUAKE, JEAN!

PA, COMRADE CYCLOPS! BUT-- IT IS CONFINED TO THIS ONE SPOT!!

LOOK! THE TREMORS HAVE STOPPED--

--AND THE RADIATION SCREEN IS GETTING BRIGHTER!

AT LEAST WE'RE ON THE OUTSIDE, MS GREY--

"--BUT WHAT ABOUT THE TWO WHO FLEW IN??"

EVERYTHING IS... MELTED, BANSHEE! TWISTED!

EVEN THE ROCK ITSELF!

I SEE IT, LASS! BUT I DUNNA KNOW WHAT COULD HAVE--

--STORM!!

LOOK OUT, LASS!!

WHEEEEEE

STORM!!!

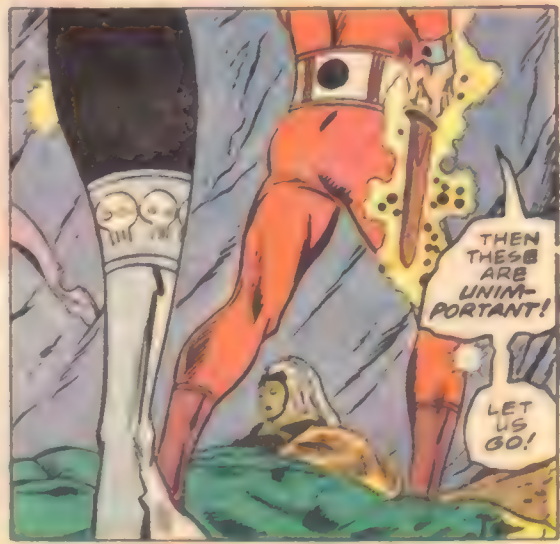
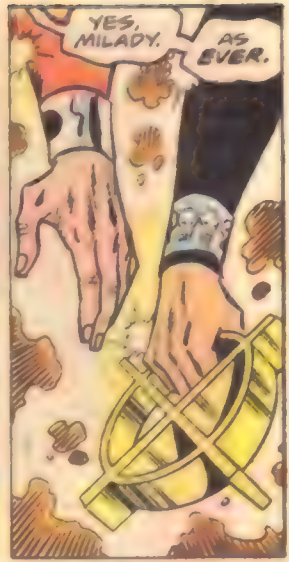
SHE'S DROPPIN'! THE FENDISH THINGY HURT HER!

AN' NOW IT'S TEARIN' AT ME!-- AT MY MIND!

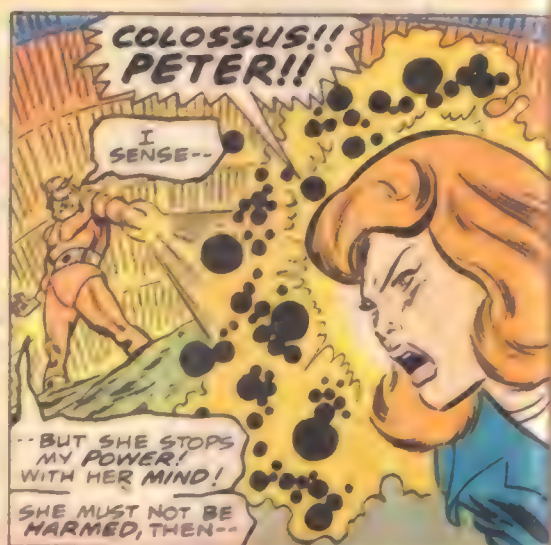
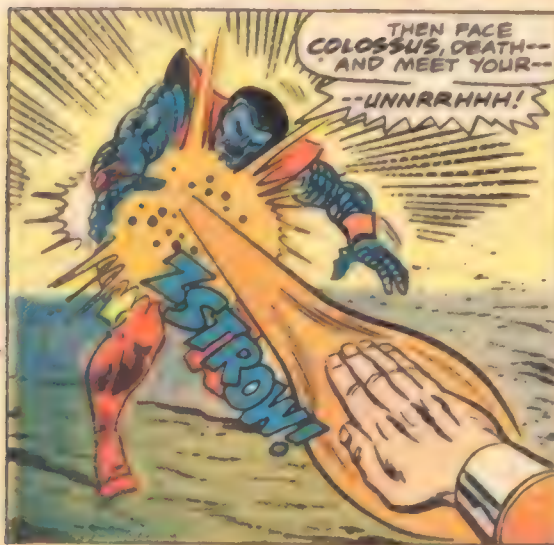
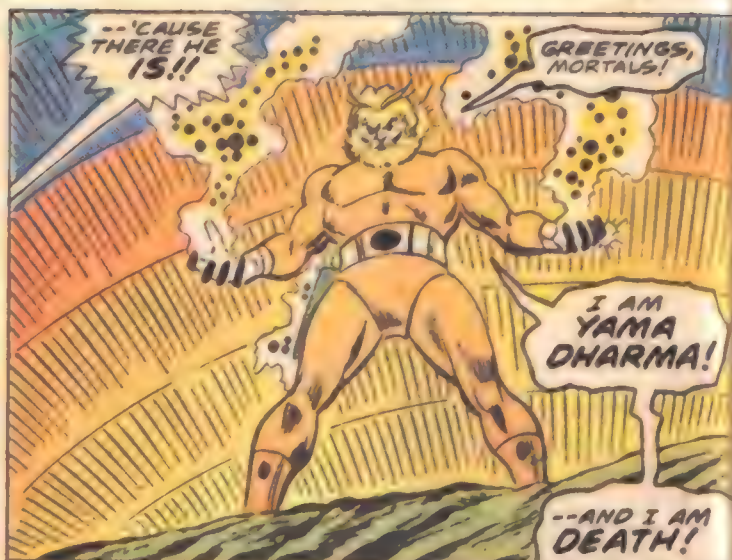
AN' I DON'T KNOW HOW T' STOP IT--

--BECAUSE-- LORD HELP ME--









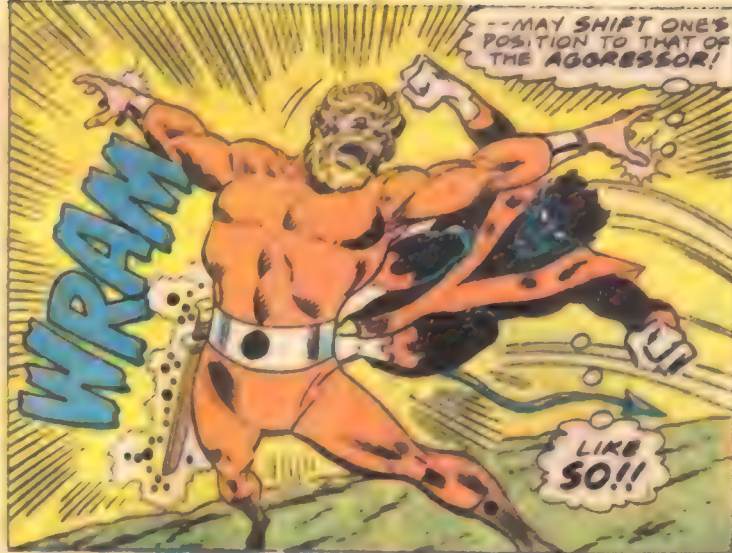




THE X-MEN HOLD THEIR OWN-- BUT, LIKE SPIDER-MAN, THEIR MOVEMENTS ARE ALL DEFENSIVE!

SUCH ACTION DOES NOT SUIT NIGHTCRAWLER!

WHEN TELEPORTING BE-- NO OUR ENEMY--



--MAY SHIFT ONE'S POSITION TO THAT OF THE AGGRESSOR!

WIRAM

LIKE SO!!



IS GOIN' PIXIE! NOW IT'S WOLVERINE'S TURN!

SSRIKK!

YOU CALLED YOURSELF SOME NINJA DEATH-GOD, BUDY WELL!

-- DEATH IS MY BUSINESS--

--AN' YOU AIN'T SEEN NOTHIN' YET!



POOR, FOOLISH MORTAL! TO THINK THAT ONE SUCH AS YOU COULD SPEAK OF SENDING TO EXTINCTION--

OH  
OH LORD.



--ONE WHO HAS BEEN THERE AND BACK!

GET AWAY FROM ME, YA FREAK! YOU AIN'T REAL!



YOU CAN'T BE REAL!!

LOOKS LIKE RAZOR-NAILS BIT OFF MORE THAN HE CAN CHEW!

WHICH MEANS IT'S UP TO ME TO HAUL HIS ASHES OUT OF THE FIRE!



I DON'T PARTICULARLY LIKE THAT X-MAN YOU'RE ATTEMPTING TO CARVE, FRIEND--

BUT WE SUPER-TYPES HAVE GOT TO STICK TOGETHER!

IT'S IN OUR CONTRACTS!

THE WALL-CRAWLER'S LEAP IS DESTINED NEVER TO END...



...AT LEAST, NOT THIS SIDE OF CONSCIOUSNESS!

**WREEEEEEEE**

THAT SOUND! SPLITTING MY HEAD OPEN!

CAN'T STAND IT! BLACKING OUT!

THE HIGH-PITCHED WAILING RENDS THE AIR, DRIVING ALL IN ITS RANGE TO THE BRINK OF MADNESS...

...AND BEYOND, AS IT PIERCES TO THE VERY FIBERS OF THEIR MINDS.

**REEEEEEEEEEEEEEEE**

THE X-MEN DROP... ONE BY ONE...

...BY ONE!

WHY DO YOU NOT JOIN THE OTHERS, METAL ONE? WHY DO YOU STRIVE AGAINST THE INEVITABLE?

BECAUSE... I AM COLOSSUS... BEING!

BECAUSE I AM AN... X-MAN!

BECAUSE I... MUST!

THEN FORGIVE US, NOBLE ONE! FOR WE TOO, DO ONLY THAT--

...WHICH WE MUST!

KALI, KALI! GODDESS OF DARK MADNESS! WERE WE NOT SO MUCH ALIKE--I THINK I MIGHT LOVE YOU!

THAT MAY NEVER BE, MY LORD, FOR YOUR ROLE IS THAT OF KEEPER OF THE DEAD--A VERY ORDERLY ENDEAVOR--

...WHILE I EXIST TO CREATE DISORDER--AMONG THE LIVING!

BUT ENOUGH! OUR WAY IS CLEAR!

THE WOMAN--?


YES IT IS HER MIND WE SENSED FROM WITHIN THE NEST!

SHE'S THE ONE!

THEN WE ARE READY, DEATH-GOD... AT LAST!



## CHAPTER 4: A GATHERING OF GODS!



VOICES,  
YET NOT  
VOICES.

RINGING WITHIN  
YOUR MIND,  
JEAN GRAY,  
PROBING, CALLING,  
INSISTENT.

BEHIND YOU, SPIDER-MAN AND  
THE X-MEN HANG SUSPENDED  
IN A SHIMMERING FIELD OF  
FORCE. YOU ARE UNAWARE  
OF THAT.

BEFORE YOU STAND EIGHT  
BEINGS. THEY STARE AT YOU,  
AND IT IS THEIR VOICES YOU  
HEAR... IT IS THEY WHO  
HAVE REMOVED YOUR  
CLOTHING AND REPLACED  
IT WITH YOUR UNIFORM.

THE GARB  
OF THE  
PHOENIX!



FUNNY, HOW YOU CAN  
KNOW THAT WHILE  
FLOATING IN  
NOTHINGNESS.



FLOATING, BUT  
STILL THE VOICES  
CALL YOU... REFUSING  
TO LET YOU JUST  
DRIFT AWAY.



CALLING UNTIL THE  
WARM DREAM IS  
BROKEN... UNTIL  
YOUR EYES OPEN.



UNTIL YOU  
SEE...

OH!

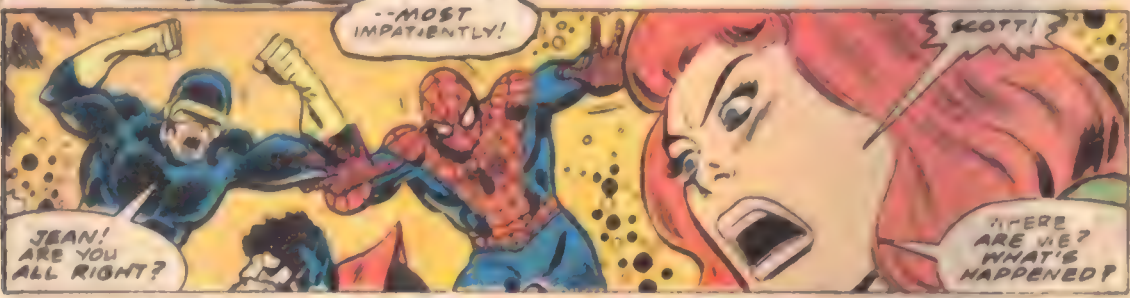
MY  
GOD!!



GODS, FAIR LADY, WE ARE  
PLEASED THAT YOU HAVE  
SEEN FIT TO...

...AWAKEN.

THAT WILL  
REASSURE YOUR FRIENDS,  
AS THEY HAVE BEEN  
AWAITING YOU--



--MOST  
IMPATIENTLY!

SCOTT!

JEAN!  
ARE YOU  
ALL RIGHT?

WHERE  
ARE WE?  
WHAT'S  
HAPPENED?



WE'RE SOMEWHERE INSIDE  
THE MOUND JEAN! THEY...  
IMPRISONED US IN THE  
FORCE-FIELD-- AND THEN  
WENT TO WORK ON YOU!

I--I'M TRYING TO  
REACH YOU WITH  
MY MINDBLAST,  
SCOTT--

--BUT  
IT JUST  
BOUNCES  
OFF!

WELL THAT  
DOES IT CYCLOPS!  
HER POWER HAS  
THE ONLY ONE WE  
HADN'T TRIED  
AGAINST THIS THING!

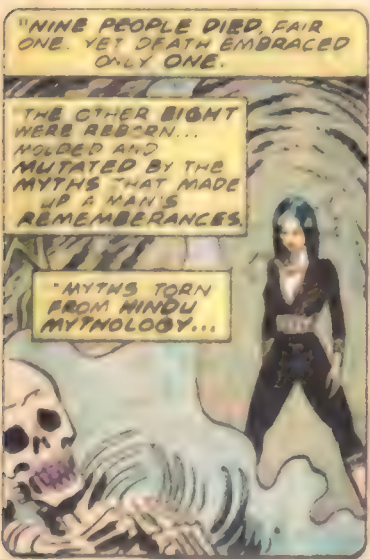
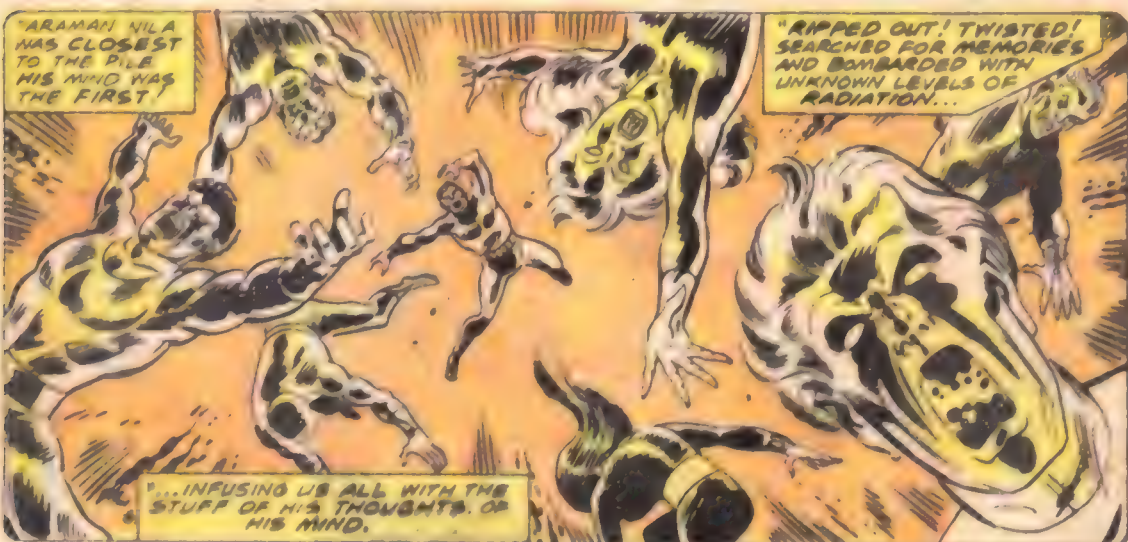
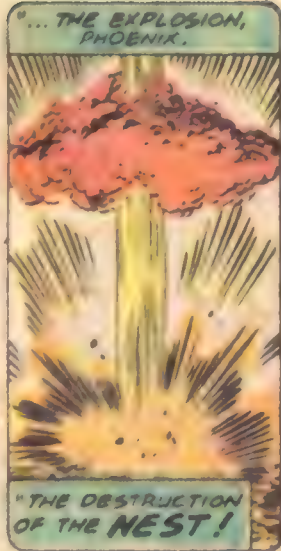
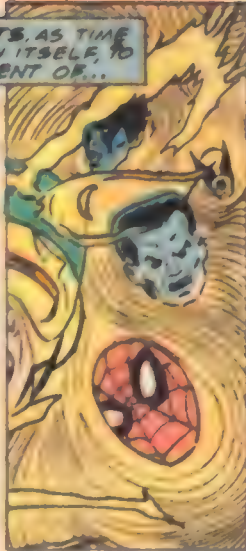
THEY'VE  
GOT US,  
BUT  
GOOD!



YOU!

WHO ARE  
YOU? WHAT  
DO YOU  
WANT  
OF US??







"MYTHS THAT SHAPED US INTO GODS!"

EACH OF US HAS ATTEMPTED TO FREE OURSELVES FROM THIS FIELD--

-- BUT OUR OWN POWERS HELD US!



YET, PERHAPS, THERE IS--

**BAMF**



--"ANOTHER WAY."

DONE! ALTHOUGH MY POWER OF TELEPORTATION FAILED TO FREE ME--

--IT CAUSED A RIFT IN THE FIELD--

--FREEING BANSHEE!

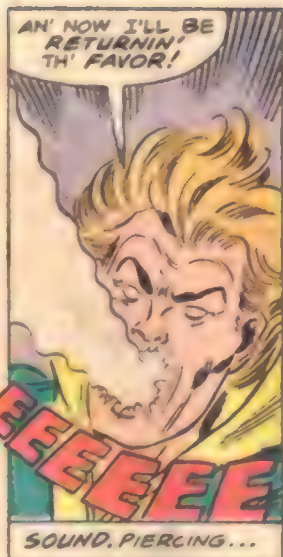
THANK YE, LADDIE!



AN' NOW I'LL BE RETURNIN' TH' FAVOR!

**EEEEEE**

SOUND, PIERCING...



... AND ANOTHER RIFT APPEARS.

БЛАГОДАРИЮ ВАС, BANSHEE. MANY THANKS.



IT IS GOOD TO BE FREE AGAIN!

AND NOW, FRIEND CYCLOPS--I GIVE THAT GIFT TO YOU!



KEEP GOING, COLOSSUS! BEFORE THEY SPOT US--

--I'LL FREE OUR WEBBED FRIEND!



I WAS HOPING YOU GUYS HADN'T FORGOTTEN ME!

NOT THAT I WOULD HAVE LET YOU!



**THWIP**



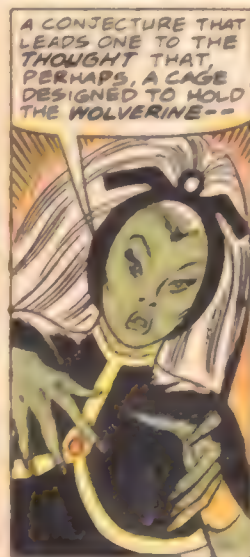
NOW LET'S SEE WHAT I CAN DO IN EXCHANGE!

IT APPEARS A FIELD DESIGNED TO HOLD STORM--



--IS NEXT TO USELESS AGAINST POWER SUCH AS YOURS, SPIDER-MAN!

A CONJECTURE THAT LEADS ONE TO THE THOUGHT THAT, PERHAPS, A CAGE DESIGNED TO HOLD THE WOLVERINE--



--WOULD BE JUST AS USELESS AGAINST THE POWER OF A RAGING HURRICANE!



PARDON THE PUN, LADY-- BUT YOU JUST BLOW ME AWAY!



I'M SHIELDING --AT PART OF MY BRAIN THAT'S CONSCIOUS OF WHAT THE X-MEN ARE DOING--

--NOW IF ONLY I CAN HOLD THE SHIELD WHILE THE GODS' ATTENTION IS FOCUSED WITHIN MY MIND, TELLING ME THEIR STORY!

"YET IN THIS STATE WE ARE UNSTABLE, PHOENIX! IN DANGER OF... DISRUPTION, AS THE IMPURITIES OF THIS PLANE BOMBARD OUR MOLECULAR STRUCTURES!

"WE MUST TRANSCEND THIS ASPECT OF BEING--

...OR DIE!"

"WE CHOOSE TO LIVE, PHOENIX!"

"EVEN NOW, ENERGY IS BEING DRAWN FROM YOUR STELLAR PLANE TO NOURISH US! AND WHEN WE HAVE ABSORBED ENOUGH--

"--WE WILL DEPART, LEAVING THE EARTH A DYING HUSK IN OUR WAKE!"

YOU'D DESTROY A PLANET JUST TO SUSTAIN EIGHT LIVES?

EIGHT GODS, PHOENIX-- AGAINST A PLANET OF MORTALS!

YES WE WOULD DESTROY IT-- THAT WE MIGHT LIVE!

ONLY IF YOU GET THE CHANCE, FRIEND--

--AND ODDS ARE YOU WON'T! NOT WHILE WE'RE AROUND TO STOP YOU!

QUICKLY, JEAN! MOVE AWAY FROM THEM AND STAND BESIDE US!

THEY STILL HAVE NOT SAID WHAT IT IS THEY WISH OF PHOENIX, CYCLOPS!

WE NEED A NINTH TO BIND OUR ENERGIES, MORTAL! A FOCUS! ONE WHO WILL STABILIZE OUR PATH TO GODHOOD AND GUARD AGAINST MOLECULAR DISRUPTION!

ONE WHO, IN THE END-- WILL BECOME ONE WITH US!

SUCH IS THE POWER WE SENSED IN THE WOMAN KNOWN AS PHOENIX!

YOU'RE OFFERING ME ETERNITY AT THE COST OF A WORLD, BRAHMA!

TELL EM WHAT THEY CAN DO WITH THEIR OFFER, LADY!

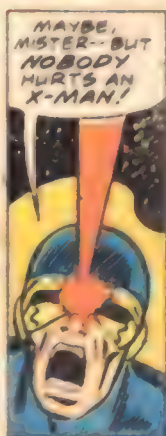
IF THEY CAN SEE INSIDE MY MIND NOW, WOLVERINE-- THEN THEY KNOW MY ANSWER!

I AM SORRY, DAUGHTER, BUT THE PATH YOU CHOSE IS FUTILE! WE MUST HAVE YOUR POWER--

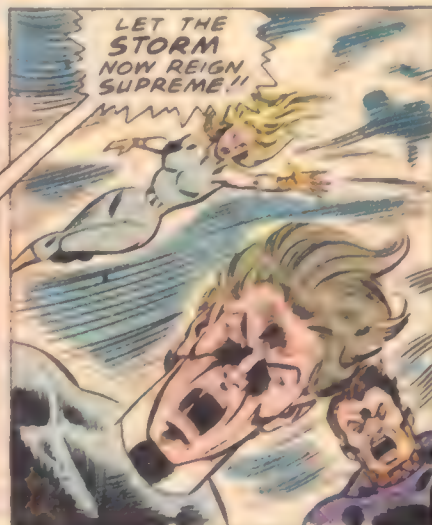
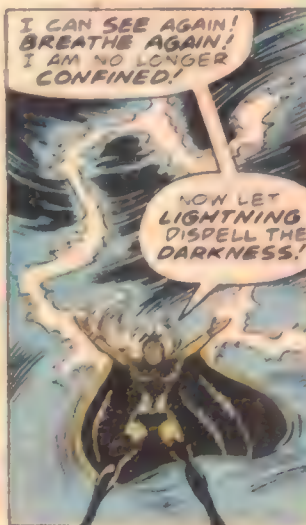
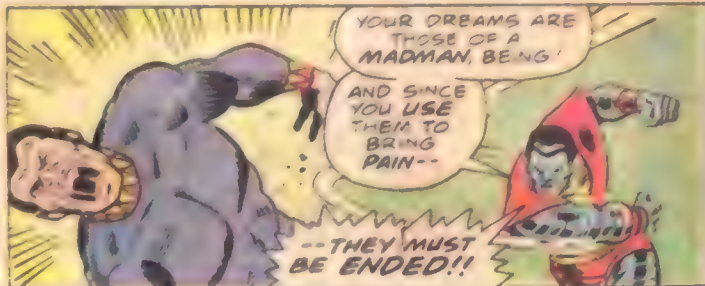
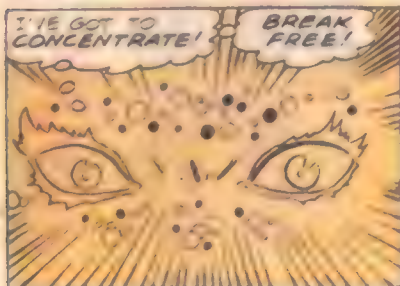
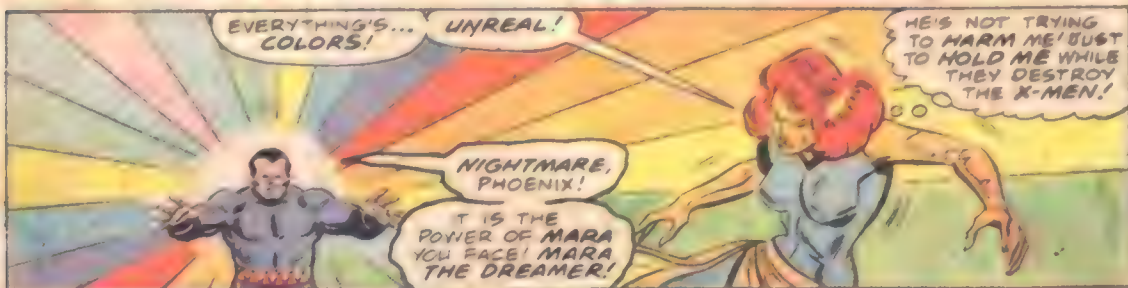
--AND WE WILL HAVE IT!

SUCH IS THE WILL OF BRAHMA!















--OR IT'S  
SCRATCH ONE  
PLANET!!

TELL  
US WHAT  
TO DO,  
SCOTT!

ALL RIGHT! BRAHMA--  
GET YOUR PEOPLE  
TOGETHER AND HAVE  
THEM LINK HANDS!

X-MEN! LISTEN  
CAREFULLY--  
AND DO EXACTLY  
AS I SAY!

YOU SURE YOU DON'T  
WANT BOYS ON ONE  
SIDE AND GIRLS ON THE  
OTHER, BOSS MAN?

AND SO IT GOES...

...UNTIL ALL IS  
FINALLY READY!

I HAVE SEEN  
WITHIN  
YOUR MIND,  
MORTAL!

YOUR PLAN IS...  
GOOD! BUT  
THERE IS SO  
LITTLE TIME!

IT'S BETTER THAN  
JUST LYING DOWN  
AND DYING, BRAHMA!

WHEN-  
EVER  
YOU'RE  
READY,  
CYCLOPS!

I'M AS  
READY  
AS I'LL  
EVER BE,  
SPIDER-MAN!

SO WHAT  
DOES THAT  
LEAVE FOR  
ME TO DO?

YOU  
COULD TRY  
PRAYING,  
LOUDEMOUTH!

PHOENIX! LINK WITH BRAHMA!  
ALLOW HIS MINDFORCE TO  
FLOW THROUGH YOU!

I WILL TRY  
TO BE...  
GENTLE,  
GIRL!

DON'T  
BOTHER,  
FRIEND!

VERY  
WELL.

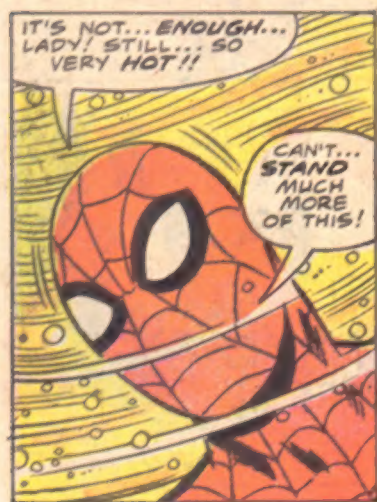
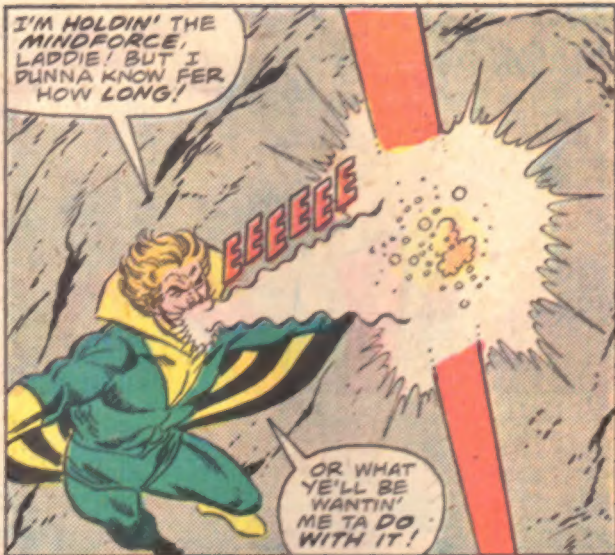
FOR A TENSE  
MOMENT THERE IS  
ONLY SILENCE.

AND THEN JEAN  
GREY SCREAMS!

WHAT IS  
HAPPENING  
TO HER,  
CYCLOPS?

FORGET  
IT, NIGHTCRAWLER! JUST  
TAP THE MENTAL  
PROJECTION SHE'S  
BEAMING AT YOU--







...THE DANGER IS  
PAST!

...UNTIL, SAFELY AWAY  
FROM THE SURFACE  
OF THE EARTH...

...THEY TRANSFORM INTO  
SOMETHING... ELSE.

PROMPTING EARTHBOUND  
ASTRONOMERS TO  
ANNOUNCE THE BIRTH,  
IN THE HEAVENS...

...OF A NEW  
STAR!

THEY ARE  
GONE!

YOU SAID IT! AND THEY  
TOOK ONE HECKUVA  
CHUNK OF DESERT  
WITH THEM!

BUT IS THE  
DANGER  
REALLY  
PAST?

THE GODS  
DISAPPEAR,  
THEIR ATOMS  
TRAVELLING  
UPWARDS IN  
A NARROW  
BEAM OF  
LIGHT...

DR. MISHKIN'S MACHINE HAS STOPPED  
REGISTERING ANY SOURCE OF  
RADIOACTIVITY, MY X-MEN. YOU  
HAVE DONE WELL!

SWELL! NOW ALL  
THAT LEAVES IS A  
PLANELOAD OF  
PEOPLE WHO KNOW  
WHO WE ARE!

I THINK...  
NOT, MY  
FRIEND!

HUH? WHAT'S  
HE MEAN BY--

--GONE!

HE MEANT THAT  
HE'S MIND-  
BLOCKED ANY  
KNOWLEDGE OF  
WHAT'S HAPPENED--  
OR OUR PART IN IT--  
FROM THE MEMORIES  
OF THE PASSENGERS  
SPIDER-MAN!

JUST LIKE THAT? BOY,  
HE'D BE A HANDY GUY TO  
HAVE AROUND WHEN IT  
COMES TIME TO EXPLAIN  
THINGS TO A CERTAIN  
MARY JANE WATSON!

WHY DON'T YOU  
ASK HIM  
SOMETIME,  
WEB-HEAD?

JUST TO SEE  
WHAT HE'D SAY!

FOLLOW THE FURTHER  
ADVENTURES OF  
THE ALL-NEW

**X-MEN!**

IN THEIR OWN  
BI-MONTHLY  
BOOK!